





Michigan Department of Consumer and Industry Services

Lansing, Michigan

*This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 13th day of August, 1999.*

*Julie Croll*

, Director

172 0444265

Corporation, Securities and Land Development Bureau

<b>MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU</b>											
Date Received <b>DEC 15 1995</b>		(FOR BUREAU USE ONLY)									
		<div style="font-size: 2em; font-weight: bold; margin: 0;">FILED</div> <div style="font-weight: bold; margin: 5px 0;">DEC 20 1995</div> <div style="font-size: 0.8em; margin: 0;">             ACTING SECRETARY              MICHIGAN DEPARTMENT OF COMMERCE              CORPORATION &amp; SECURITIES BUREAU           </div>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3" style="padding: 2px;">Name Jay A. Goldblatt</td> </tr> <tr> <td colspan="3" style="padding: 2px;">Address 3830 Kelley Avenue</td> </tr> <tr> <td style="padding: 2px;">City Cleveland</td> <td style="padding: 2px;">State OH</td> <td style="padding: 2px;">Zip Code 44114</td> </tr> </table>			Name Jay A. Goldblatt			Address 3830 Kelley Avenue			City Cleveland	State OH	Zip Code 44114
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EFFECTIVE DATE:											

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## CERTIFICATE OF MERGER

**For use by Parent and Subsidiary Profit Corporations**  
(Please read information and instructions on the last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:*

1. a. The name of each constituent corporation and its identification number is:

Brooks Industries, Inc.

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Monroe Kline Company

3	8	3	-	6	2	4
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- b. The name of the surviving corporation and its identification number is:

Monroe Kline Company

3	8	3	-	6	2	4
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- c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
Brooks Industries, Inc.	100 shares of Common Stock, without par value	100

d. The manner and basis of converting the shares of each constituent corporation is as follows:

Each outstanding share of Monroe Kline Company will remain outstanding after the merger. Monroe Kline Company owns all outstanding shares of Brooks Industries, Inc.; therefore, such shares will be cancelled in the merger.

e. The amendments to the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

None.

f. Other provisions with respect to the merger are as follows:

There is no change to the Articles, By-laws, officers or directors of Monroe Kline Company as a result of the merger.

2. (Complete for any foreign corporation only)

This merger is permitted by the laws of the State of Nevada, the  
jurisdiction under which Brooks Industries, Inc.  
(name of foreign corporation)

is formed and the plan of merger was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Delete if not applicable) NA

The consent to the merger by the shareholders of the **subsidiary** corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the merger by the vote of the holders of more than the percentage of the shares owned by the parent corporation.)

4. (Delete if not applicable) NA

The consent to the merger by the shareholders of the **parent** corporation was obtained. (Such consent is necessary if its Articles of Incorporation require shareholder approval of the merger, the plan of merger amends its Articles of Incorporation, or a subsidiary is to be the surviving corporation.)

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the 31 day of December, 19 95

Signed this 12th day of December, 19 95

Monroe Kline Company

(Name of parent corporation)

By 

(Only signature of President, Vice-President, Chairperson, or Vice-Chairperson)

Robert H. Kanner, President

(Type or Print Name and Title)